

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE :
COMMISSION, :
vs. Plaintiff, : INDEX No. 07 CV 6072 (JGK)
: ECF CASE
SIMPSON CAPITAL MANAGEMENT, INC., : **AFFIRMATION OF EMMA TERRELL**
ROBERT A. SIMPSON and :
JOHN C. DOWLING, :
Defendants. :
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EMMA TERRELL, an attorney licensed to practice in the State of New York and before the District Court for the Southern District of New York, affirms under penalty of perjury as follows:

1. I am an associate at Cooley Godward Kronish LLP, attorneys for Defendants Simpson Capital Management, Inc. and Robert A. Simpson. I submit this Affirmation in support of Defendants' Motion to Dismiss.
2. Attached hereto as Exhibit A is a true and correct copy of the order instituting administrative and cease-and-desist proceedings in *In re Pritchard Capital Partners, LLC*, SEC Admin. Proc. File No. 3-12753, dated September 7, 2007.
3. Attached hereto as Exhibit B is a true and correct copy of the order instituting administrative and cease-and-desist proceedings in *In re Wall Street Access*, SEC Admin. Proc. File No. 3-12452, dated October 12, 2006.

4. Attached hereto as Exhibit C is a true and correct copy of the complaint in *SEC v.*

Mancinelli, 06-CV-7885, (S.D.N.Y. Oct. 2, 2006) (excluding exhibits).

WHEREFORE it is respectfully requested that Defendants' Motion to Dismiss be granted.

Executed: New York, New York
 November 30, 2007

/s/ Emma Terrell
Emma Terrell (ET-1414)